

**AMENDMENT NO. 2 TO THE AGREEMENT FOR PROFESSIONAL CONSULTANT  
SERVICES BENEFIT BROKER**

This Amendment No. 2 is made and effective as of January 1, 2023 ("Effective Date"), by and between the City of Upland, a municipal corporation ("City") and Keenan & Associates ("Consultant"). City and Consultant are sometimes referred to herein individually as a "Party" and collectively as "Parties".

**RECITALS**

**WHEREAS**, the City and Consultant have entered into the Benefit Broker Agreement, dated January 1, 2021 ("Agreement"); and

**WHEREAS**, the current term of the Agreement shall expire on **December 31, 2022**; and

**WHEREAS**, the Parties desire to continue their relationship subject to the terms and conditions outlined in the Agreement;

**NOW, THEREFORE**, the Parties agree:

1. The Agreement is hereby renewed for an additional **one (1)** year term beginning on **January 1, 2023** and ending on **December 31, 2023** ("Renewal Term").
  - a. City agrees to pay Keenan twelve monthly installments of five thousand and seventy-five dollars (\$5,075.00) commencing **January 1, 2023**, for services rendered under this Agreement with a not to exceed amount of sixty thousand and nine hundred dollars (\$60,900). Rather than have an ever-changing contracted commission amount based on fluctuating Kaiser premiums, this dollar amount will be fixed for the length of the contract and employee premium rates will be net of commissions.
2. All the remaining terms and conditions of the Agreement shall remain unchanged and in full force and effect and shall govern the conduct of the Parties during the Renewal Term.
3. Each person signing this Amendment No. 2 to the Agreement on behalf of a Party represents and warrants that he or she has the necessary authority to bind such Party and that this Amendment is binding on and enforceable against such Party.
4. A manually signed copy of this Amendment No. 2 which is transmitted by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original executed copy of this Amendment No. 2 for all purposes.
5. This Amendment No. 2 may be signed in counterparts, each of which shall constitute an original.

**[SIGNATURES ON THE FOLLOWING PAGE]**

**SIGNATURE PAGE FOR  
AMENDMENT NO. 2 TO THE AGREEMENT FOR  
PROFESSIONAL CONSULTANT SERVICES BENEFIT BROKER  
WITH KEENAN & ASSOCIATES**

**IN WITNESS WHEREOF**, the City and Consultant have approved this First Amended Agreement effective the day and year first above written.

**CITY:**

City of Upland  
460 N. Euclid Ave.  
Upland CA 91785

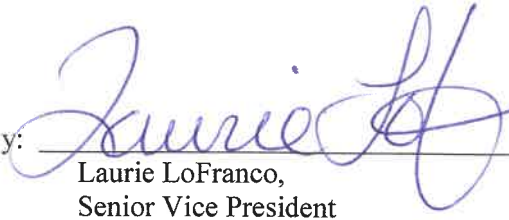
**CONSULTANT:**

Keenan and Associates  
2355 Crenshaw Blvd., Suite 200  
Torrance CA 90501

By: \_\_\_\_\_

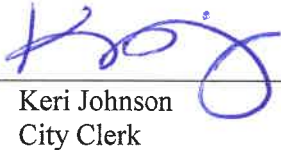
  
Michael Blay  
City Manager

By: \_\_\_\_\_

  
Laurie LoFranco,  
Senior Vice President


**ATTEST:**

By: \_\_\_\_\_

  
Keri Johnson  
City Clerk

**APPROVED AS TO FORM:**

By: \_\_\_\_\_

  
Stephen Deutsch  
City Attorney